

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

J. MICHAEL CHARLES; MAURICE W.)	C. A. NO. 05-702 (SLR)
WARD, JR.; and JOSEPH I. FINK, JR., on)	(Lead Case)
behalf of themselves and all others similarly)	
situated,)	
)	
Plaintiffs,)	
)	
v.)	
)	
PEPCO HOLDINGS, INC; CONECTIV, and)	
PEPCO HOLDINGS RETIREMENT PLAN,)	
)	
Defendants.)	

PLAINTIFFS' MOTION FOR CLASS CERTIFICATION

Plaintiffs Charles, Ward, Fink and Troup ("Plaintiffs") hereby move the Court for the following relief:

1. Plaintiffs seek certification of the following class under Rules 23(a) and (b) of the Federal Rules of Civil Procedure:

All persons who have had their accrued benefit determined pursuant to the terms of the Cash Balance Sub-Plan of the Conectiv Retirement Plan and their beneficiaries. Excluded from the Class are those persons who qualified for the grandfathered benefit and who will reach Normal Retirement Age on or before December 31, 2008, along with their beneficiaries (the "Class").

2. Plaintiffs also seek the appointment of their counsel as Class Counsel under Rule 23(g) of the Federal Rules of Civil Procedure.

3. Plaintiffs' motion is supported by their opening brief, the Declaration of A. Zachary Naylor, and the record herein.

4. As set forth on the accompanying Statement Under Local Rule 7.1.1, Plaintiffs requested that defendants consent to this relief, and defendants have indicated that they will not.

Dated: January 11, 2007

CHIMICLES & TIKELLIS LLP

By: /s/ A. Zachary Naylor
Pamela S. Tikellis (#2172)
Robert J. Kriner (#2546)
A. Zachary Naylor (#4439)
One Rodney Square
P.O. Box 1035
Wilmington, DE 19899
302-656-2500 (telephone)
302-656-9053 (fax)

and

James R. Malone, Jr.
(*pro hac vice*)
Joseph G. Sauder
(*pro hac vice*)
One Haverford Centre
361 West Lancaster Avenue
Haverford, PA 19041
610-642-8500 (telephone)
610-649-3633 (fax)

Attorneys for Plaintiffs

STATEMENT UNDER LOCAL RULE 7.1.1

I, A. Zachary Naylor, do hereby certify this 11th day of January, 2007 as follows:

1. By letter dated December 21, 2006, counsel for plaintiffs requested that defendants consent to the relief requested in Plaintiffs' Motion for Class Certification.
2. By letter dated January 3, 2007, counsel for defendants advised plaintiffs' counsel that defendants did not consent to certification of a class.

/s/ A. Zachary Naylor
A. Zachary Naylor (#4439)